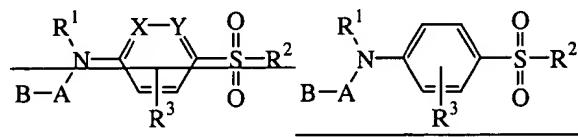


IN THE CLAIMS (COMPLETE LISTING OF CLAIMS):

1. (Amended Herein) A compound of the formula (I):



Formula I

wherein:

A is $-(CR_2)_n-$ where n is 1, 2 or 3 and each R is independently hydrogen or alkyl;
B is substituted aryl, or optionally substituted heteroaryl, wherein said heteroaryl is furyl, imidazolyl, pyridyl, thienyl, thiazolyl, benzothiazolyl or pyridazinyl;

~~X and Y are, independently, CH or nitrogen;~~

R¹ is alkyl, alkenyl, cyanoalkyl, cycloalkyl, cycloalkylalkyl, aryl, aralkyl, heteroaralkyl, heterocyclyl, heterocyclylalkyl, heteroalkyl or alkylcarbonylalkyl;

R² is alkyl, alkenyl, haloalkyl, cycloalkyl, cycloalkylalkyl, aryl, aralkyl, hydroxyalkyl, alkoxyalkyl, alkoxy carbonylalkyl, or NR¹³R¹⁴ wherein:

R¹³ is hydrogen or alkyl;

R¹⁴ is hydrogen, alkyl, ~~alkenyl~~, alkenyl, acyl, haloalkyl, cycloalkyl, cycloalkylalkyl, aralkyl, hydroxyalkyl, alkoxyalkyl, carboxyalkyl, alkoxy carbonylalkyl, or aminoalkyl;

R³ is hydrogen, alkyl, halo, nitro, cyano, hydroxy, alkoxy; or ~~prodrug, individual isomers, mixtures of isomers~~ an ester, a carbamate, or a pharmaceutically acceptable salt thereof.

2. (Amended Herein) The compound of Claim 1, wherein

R³ is hydrogen, and

~~X and Y are both CH.~~

3. (Amended Herein) The compound of Claim 2 wherein B is substituted aryl.

4. (Amended Herein) The compound of Claim 3 wherein B is optionally substituted phenyl.

5. (original). The compound of Claim 4 wherein R¹ is alkyl, cycloalkyl, cycloalkyl-alkyl, heterocyclyl, heterocyclylalkyl or heteroalkyl.

6. (original). The compound of Claim 5 wherein R¹ is heteroalkyl.

7. (original). The compound of Claim 6 wherein R¹ is alkylsulfonylalkyl.

8. (original). The compound of Claim 7 wherein R² is alkyl.

9. (original). The compound of Claim 8 wherein A is -(CH₂)-.

10. (original). The compound of Claim 7 wherein R² is NR¹³R¹⁴ wherein R¹³ and R¹⁴ are hydrogen.

11. (original). The compound of Claim 10 wherein A is -(CH₂)-.

12. (Amended Herein) The compound of Claim 2 wherein B is optionally substituted heteroaryl, wherein heteroaryl is furyl, imidazolyl, pyridyl, thienyl, thiazolyl, benzothiazolyl or pyridazinyl.

13. (original). The compound of Claim 12 wherein R¹ is alkyl, cycloalkyl, cycloalkyl-alkyl, heterocyclyl, heterocyclylalkyl or heteroalkyl.

14. (original). The compound of Claim 13 wherein R¹ is heteroalkyl.

15. (original). The compound of Claim 14 wherein R¹ alkylsulfonylalkyl.

16. (original). The compound of Claim 15 wherein R² is alkyl.

17. (original). The compound of Claim 16 wherein A is -(CH₂)-.

18. (original). The compound of Claim 15 wherein R² is NR¹³R¹⁴ wherein R¹³ and

① 2 R¹⁴ are hydrogen.

19. (original). The compound of Claim 18 wherein A is -(CH₂)-.

① 2 38. (Amended Herein) The compound of Claim 1 wherein:

R¹ is heteroalkyl, wherein the heteroalkyl is alkylsulfonylalkyl; and

B is substituted aryl, and

~~X and Y are CH~~.

39. (original). The compound of Claim 38, wherein R² is alkyl.

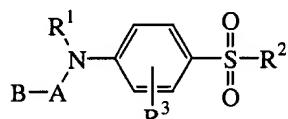
40. (original). The compound of Claim 39, wherein A is -(CH₂)-.

41. (original). The compound of Claim 38, wherein R² is NH₂.

42. (original). The compound of Claim 41, wherein A is -(CH₂)-.

43. (original). A pharmaceutical composition comprising a therapeutically effective amount of a compound of Claim 1 and a pharmaceutically acceptable excipient.

① 1.126 57 50. (New) A compound of the formula:



wherein:

A is -(CR₂)_n- where n is 1, 2 or 3 and each R is independently hydrogen or alkyl;

B is aryl or optionally substituted heteroaryl, wherein said heteroaryl is furyl,

imidazolyl, pyridyl, thienyl, thiazolyl, benzothiazolyl or pyridazinyl;

R¹ is alkenyl, cyanoalkyl, cycloalkyl, cycloalkylalkyl, aryl, aralkyl, heteroaralkyl, heterocycl, heterocyclalkyl, heteroalkyl or alkylcarbonylalkyl;

R² is alkyl, alkenyl, haloalkyl, cycloalkyl, cycloalkylalkyl, aryl, aralkyl,

hydroxyalkyl, alkoxyalkyl, alkoxy carbonylalkyl, or NR¹³R¹⁴ wherein:

R¹³ is hydrogen or alkyl;

R¹⁴ is hydrogen, alkyl, alkenyl, acyl, haloalkyl, cycloalkyl, cycloalkylalkyl, aralkyl, hydroxyalkyl, alkoxyalkyl, carboxyalkyl, alkoxy carbonylalkyl, or aminoalkyl;

R³ is hydrogen, alkyl, halo, nitro, cyano, hydroxy, or alkoxy; or an ester, a carbamate, or a pharmaceutically acceptable salt thereof.

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56 51. (New) The compound of Claim 50, wherein R¹ is heteroalkyl.

59 52. (New) The compound of Claim 51, wherein R¹ is alkylsulfonylalkyl.

60 53. (New) The compound of Claim 52, wherein R² is alkyl.

61 54. (New) The compound of Claim 53, wherein A is -(CH₂)-.

62 55. (New) The compound of Claim 52, wherein R² is NR¹³R¹⁴ wherein R¹³ and R¹⁴ are hydrogen.

63 56. (New) The compound of Claim 55, wherein A is -(CH₂)-.
